

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Evergreen Gardens Mezz LLC

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 83-3200416

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>199 Lee Avenue, Suite 693</u> Number Street	<u>12 Spencer Street, 3rd Floor</u> Number Street
		<u>P.O. Box</u>
	<u>Brooklyn New York 11211</u> City State ZIP Code	<u>Brooklyn New York 11205</u> City State ZIP Code
	<u>Kings</u> County	Location of principal assets, if different from principal place of business
		<u>Number Street</u>
		<u>City State ZIP Code</u>

5. Debtor's website (URL) N/A

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above Holding Company

B. Check all that apply:

- ☐ Tax- exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .

5313 – Activities Related to Real Estate

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000 **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes District _____ When _____ Case number _____
MM/ DD/ YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes

Debtor

Relationship

District

When

Case number, if known

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number

Street

City

State

ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact Name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5,001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

Page 3

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 22, 2021
MM / DD / YYYY

x

Signature of authorized representative of debtor

Joel Biran

Printed name

Authorized Signatory

Title

18. Signature of attorney

x

/s/ Gary T. Holtzer

Date February 22, 2021

Signature of attorney for debtor

MM / DD / YYYY

Gary T. Holtzer

Printed Name

Weil, Gotshal & Manges LLP

Firm Name

767 Fifth Avenue

Address

New York, New York 10153

City/State/Zip

(212) 310-8000

Contact Phone

gary.holtzer@weil.com

Email Address

2401859

New York

Bar Number

State

**RESOLUTIONS OF THE SOLE MEMBER AND INDEPENDENT DIRECTORS OF
EVERGREEN GARDENS MEZZ LLC**

Effective as of this 18th day of February, 2021, pursuant to a special meeting on February 18, 2021, All Year Holdings LLC, the sole member (the “**Member**”) of Evergreen Gardens Mezz LLC, a New York limited liability company (the “**Company**”), and Anthony Palazzo and Beena Soiefer, as the independent directors of the Company (the “**Independent Directors**”), authorized to exercise their full powers, authorities, duties, rights, and responsibilities, as set forth in the Operating Agreement of the Company, and adopted the following resolutions:

WHEREAS, the Member has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s business;

WHEREAS, the Member has had the opportunity to consult with the management and the legal and financial advisors of the Company to fully consider each of the strategic alternatives available to the Company;

WHEREAS, the Independent Directors have reviewed certain materials presented by and have had the opportunity to consult with the management and the legal and financial advisors of the Company regarding the financial situation facing the Company and recommendations for preserving value for the Company through a bankruptcy filing; and

WHEREAS, the Member and Independent Directors desire to approve the following resolutions.

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that the Member and the Independent Directors have determined, after consultation with the management and the legal and financial advisors of the Company, that it is desirable and in the best interests of the Company, its creditors, and other parties in interest that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”); and be it further

RESOLVED, that any officer of All Year Holdings Limited, the sole member of the Member (each, an “**Authorized Officer**”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute, verify, and file, in the name and on behalf of the Company, and under its corporate seal or otherwise, all petitions, schedules, motions, lists, applications, pleadings, orders, and other papers in the Bankruptcy Court, and, in connection therewith, to employ and retain all assistance by attorneys, accountants, financial advisors, investment bankers and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company’s chapter 11 case (the “**Chapter 11 Case**”), including, without limitation, negotiating, executing, delivering, and performing any and all documents, agreements, certificates, and/or instruments in connection with the transactions and professional retentions set forth in this resolution; and be it further

II. Retention of Advisors

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, New York 10153, is hereby retained as attorneys for the Company in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

III. General Authorization and Ratification

RESOLVED, that any Authorized Officer in the name and on behalf of the Company is hereby authorized, empowered, and directed, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Chapter 11 Case; and be it further

RESOLVED, that the Company and any Authorized Officer, on behalf of the Company, has the authority to take such other actions as necessary to cause the filing of the Chapter 11 Cases; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or member of the Company, in the name and on behalf of the Company, in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

[Remainder of Page Intentionally Blank]

IN WITNESS HEREOF, the undersigned has signed and sealed these Resolutions of the Company, as of the date set forth above.

EVERGREEN GARDENS MEZZ LLC

By: All Year Holdings LLC, its sole member
By: All Year Holdings Limited, its sole member

By: _____

Name: Joel Biran
Title: Chief Executive Officer and
Chief Restructuring Officer

By: _____

Name: Ephraim Diamond
Title: Associate Restructuring Officer

**In connection with the resolutions under the heading
“Commencement of the Chapter 11 Case” only:**

By: _____

Name: Anthony Palazzo
Title: Independent Director

By: _____

Name: Beena Soiefer
Title: Independent Director

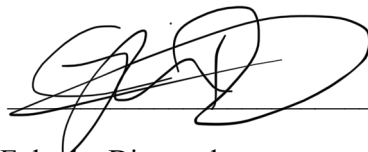
IN WITNESS HEREOF, the undersigned has signed and sealed these Resolutions of the Company, as of the date set forth above.

EVERGREEN GARDENS MEZZ LLC

By: All Year Holdings LLC, its sole member
By: All Year Holdings Limited, its sole member

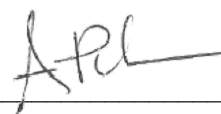
By: _____

Name: Joel Biran
Title: Chief Executive Officer and
Chief Restructuring Officer

By:  _____

Name: Ephraim Diamond
Title: Associate Restructuring Officer

**In connection with the resolutions under the heading
“Commencement of the Chapter 11 Case” only:**

By:  _____

Name: Anthony Palazzo
Title: Independent Director

By:  _____

Name: Beena Soiefer
Title: Independent Director

Fill in this information to identify the case:

Debtor name: Evergreen Gardens Mezz LLC
 United States Bankruptcy Court for the Southern District of New York
 (State)
 Case number (If known): 21-_____ ()

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
None ¹						

¹ To the best of the Debtor's knowledge, belief and understanding, the Debtor has no creditors with unsecured claims as of the Petition Date.

Fill in this information to identify the case:

Debtor name: Evergreen Gardens Mezz LLC
United States Bankruptcy Court for the Southern District of New York
(State)
Case number (If known): 21-_____ ()

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets–Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 22, 2021
MM / DD / YYYY

X



Signature of individual signing on behalf of debtor

Joel Biran

Printed name

Authorized Signatory

Position or relationship to debtor